

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,  
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:  
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

	X
	:
In re	:
	Chapter 11
	:
DPH HOLDINGS CORP., <u>et al.</u> ,	:
	Case No. 05-44481 (RDD)
	:
Reorganized Debtors.	:
	(Jointly Administered)
	:
	X

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND HP ENTERPRISE SERVICES, LLC (F/K/A ELECTRONIC DATA  
SYSTEMS, AN HP COMPANY) EXPUNGING PROOF OF  
ADMINISTRATIVE EXPENSE CLAIM NUMBER 18544

(ELECTRONIC DATA SYSTEMS, AN HP COMPANY)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and HP Enterprise Services, LLC (f/k/a Electronic Data Systems, An HP Company) (the “Claimant,” and together with the Reorganized Debtors, the “Parties”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And HP Enterprise Services, LLC (f/k/a Electronic Data Systems, An HP Company) Expunging Proof Of Administrative Expense Claim Number 18544 (the “Stipulation”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim number 18544 (the “Claim”) against Delphi asserting an administrative expense priority claim in the amount of \$4,463,147.23 arising from goods sold and the performance of services.

WHEREAS, in the ordinary course of business, the Debtors paid the Claimant in partial satisfaction of the Claim.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.” Modified Plan, art. 9.6.

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the “Forty-Third Omnibus Claims Objection”).

WHEREAS, on February 23, 2010, the Claimant filed the Response Of HP Enterprise Services, LLC To The Reorganized Debtors' Forty-Third Omnibus Objection (Docket No. 19538) (the “Response”), objecting that certain invoices included in the Claim that totaled \$2,050.45 (the “Outstanding Invoices”) remained due and owing despite the Reorganized Debtors’ assertion that the Claim had been “satisfied in the ordinary course of business.”

WHEREAS, the Outstanding Invoices have since been paid in full.

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that the Claim has been satisfied in full and should be expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim has been satisfied in full and is hereby expunged in its entirety.
2. The Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.
4. Each Party agrees to bear its own costs, expenses and attorneys' fees incurred in connection with the negotiations related to and preparation of this Stipulation and to not seek from each other reimbursement of any such costs, expenses or attorneys' fees.
5. This Stipulation shall be binding upon any successors or assigns of the Parties, including any trustee or receiver subsequently appointed in the Reorganized Debtors' Chapter 11 cases.
6. All provisions of this Stipulation are subject to the approval of the Court. In the event this Stipulation is not approved, the Parties reserve all of their rights and defenses with respect to the Claim.
7. The Reorganized Debtors, the Reorganized Debtors claims' agent, Kurtzman Carson Consultants LLC, and the Clerk of the Court are authorized to take all necessary and appropriate actions to give effect to this Stipulation.

*[REMAINDER OF THE PAGE LEFT INTENTIONALLY BLANK]*

So Ordered in White Plains, New York, this 14th day of January, 2011.

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.  
John K. Lyons  
Ron E. Meisler  
SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP  
155 North Wacker Drive  
Chicago, Illinois 60606

- and -

Four Times Square  
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.  
Reorganized Debtors

/s/ Lisa Schweitzer

Lisa Schweitzer  
CLEARY GOTTLIEB STEEN  
& HAMILTON LLP  
1 Liberty Plaza  
New York, New York 10006  
  
Counsel to HP Enterprise Services, LLC